FRANKLIN RESOURCES INC

Form 4

value \$.10

November 06, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL		
								OMB Number:	3235-0287	
	Check this box								Expires:	January 31
subject t Section	if no longer subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per response 0.5		
Form 5 obligation may con <i>See</i> Instruction 1(b).	ons tinue. Section 17(a) of the l	Public U		ding Con	npany	Act of	e Act of 1934, 1935 or Section 0	·	
(Print or Type	Responses)									
1. Name and Address of Reporting Person *LUSK JOHN M			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer		
			FRANKLIN RESOURCES INC [BEN]					(Check all applicable)		
			3. Date of Earliest Transaction (Month/Day/Year) 11/04/2013					DirectorX Officer (give below)		Owner r (specify
	FRANKLIN	E3,	11/04/2	2013				EVP-Inves	tment Manage	ment
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
SAN MAT	EO, CA 94403-19	006						Form filed by M Person		
(City)	(State)	(Zip)	Tab	le I - Non-D	Derivative S	Securi	ities Acq	uired, Disposed of	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	exact 2A. Deemed ar) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
~				Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock, par value \$.10	11/04/2013			A	15,803	A	\$ 53.79	48,856.2393 (1)	D	
Common Stock, par value \$.10	11/04/2013			A	1,797 (2)	A	\$ 0 (3)	50,653.2393 (1)	D	
Common Stock, par								1,361.513	I	By 401(k)

(4)

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Common Stock, par value \$.10

86,372 (5)

I

By Trust (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.
Derivative	Conversion
Security	or Exercise
(Instr. 3)	Price of
	Derivative
	Security

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

5. TransactionNumber Code of (Instr. 8) Derivative Securities

Acquired

Disposed

(Instr. 3, 4, and 5)

(A) or

of (D)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 5)

9. Nu

Deriv

Secu

Bene

Own

Follo

Repo

Trans

(Insti

Expiration

Date

Amount or Title Number

of

Code V (A) (D)

Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

LUSK JOHN M C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906

EVP-Investment Management

Date

Exercisable

Signatures

/s/ John M. Lusk

11/06/2013

**Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Of the amount of securities beneficially owned, 35,969 shares represent unvested restricted stock awards (excluding the unvested restricted stock units scheduled to vest on November 29, 2013 as reported in Footnote 2).

(2)

Reporting Owners 2

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On November 3, 2011 and November 5, 2012, the Reporting Person was granted certain restricted stock units subject to vesting over a three-year period based upon satisfaction of certain performance criteria. On November 4, 2013, the Issuer's Compensation Committee certified that certain performance criteria with respect to the Issuer's fiscal year ended September 30, 2013 were achieved, and therefore the amount of shares reported in Column 4 are scheduled to vest on November 29, 2013.

- (3) Not applicable.
- (4) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of October 15, 2013.
- (5) Since last filing, includes 27,611 shares previously reported by Reporting Person under direct shares.
- (6) Revocable living trust for which Reporting Person and spouse are co-trustees with shared voting and investment power, for the benefit of Reporting Person and spouse.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.